



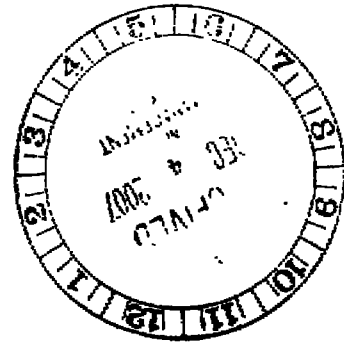
CORPORATION SERVICE COMPANY

RECORDATION NO. 24863-C FILED

DEC 04 '07

2-35 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

800-927-9801 Ext 3813
217-492-2727

To: SURFACE TRANSPORTATION BOARD **ATTENTION KAREN JANUARY**

From: April Oshea

Date: December 3, 2007

Order#: 341902/005

Re: CEFX20102-CEFX20351 DOMINO FOODS, INC.

Please process the enclosed documents for the service indicated below.

XX Other: Surface Transportation Board Filing (Secondary)

RECEIPT SHOULD BE IN OUR OFFICE: 12/10/2007
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$35.00
Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessor:
The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 3000
Chicago, IL 60606

Lessee:
Domino Foods, Inc.
1 North Clematis Street, Suite 310



CORPORATION SERVICE COMPANY

West Palm Beach, FL 33401

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

DEC 04 '07

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF RAILCAR LEASE, dated as of this 15 day of NOV., 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 S. Wacker Drive, Suite 3000, Chicago, IL 60606 (the "Lessor"), and DOMINO FOODS, INC., a New York corporation, with an address at 1 North Clematis Street, Suite 310, West Palm Beach, FL 33401 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Extension to Lease Schedule No. 01 by and between Lessor and Lessee, evidenced by that certain Lease Extension Certificate (the "Certificate"), dated as of July 7, 2006, covering certain equipment described therein and extending the terms of Lease Schedule No. 01 (the "Lease") as to all Equipment (as hereinafter defined); originally reflected in a Memorandum of Railcar Lease filed with the Surface Transportation Board on March 22, 2004 with Recordation No. 24863; and


WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, the respective interests therein of the Parties and a description of the ²⁴⁹ ~~250~~ gravity-pneumatic covered hopper cars (the "Equipment") subject to the Lease as set forth in Exhibit A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby confirms the extension of the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[signature page follows]

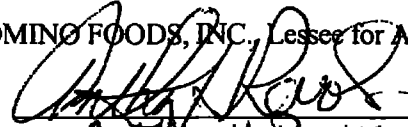
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: J.M. KEASLING
Title: SVP - Leasing

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

DOMING FOODS, INC., Lessee for AMERICAN SUGAR REFINING INC.

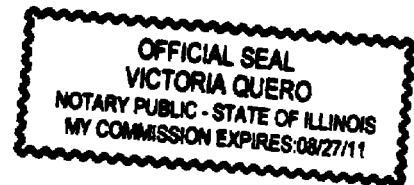
By: 
Name: Anthony H. Rowley
Title: DIRECTOR LOGISTICS

ACKNOWLEDGMENT

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 15 day of Nov, 2007, before me personally came 1M Keasling,
to me known, who, being by me duly sworn, did depose and say that he is a SVP-Leasing of
THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, the corporation described in
and which executed the above instrument; and that he signed his name thereto on behalf of said corporation
by order of the Board of Directors of said corporation and the foregoing is the free act and deed of said
corporation in said capacity.

Victoria Quero
(Notary Public)



ACKNOWLEDGMENT

STATE OF FLORIDA)
) ss.:
COUNTY OF Palm Beach)

On the 15 day of NOV, 2007, before me personally came [Signature],
to me known, who, being by me duly sworn, did depose and say that he is a DIRECTOR LOGISTICS of
DOMINO FOODS, INC., a ~~New York~~ corporation, the corporation described in and which executed the
above instrument; and that he signed his name thereto on behalf of said corporation by order of the Board of
Directors of said corporation and the foregoing is the free act and deed of said corporation in said capacity.

Florida attn

[Signature]
(Notary Public)

X Florida Drivers License



EXHIBIT A

Equipment

Quantity *250*
249

Equipment Description
5,151 c.f. covered hopper cars
with food grade Carboguard
992 Blue #4169 interior
lining, miner 27 X 30 S/S
SaniLok gate #M-140-49,
without Plenum hood
assembly

Car Marks and Numbers

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Q12
Car destroyed Rail derailment.